

Presentment Date and Time: August 16, 2019 at 4:00 p.m.

Objection Deadline: August 15, 2019 at 10:00 a.m.

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for the Gawker Entities*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
Gawker Media LLC, <i>et al.</i> , ¹	:	Case No. 16-11700 (SMB)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X	:	

**NOTICE OF PRESENTMENT OF STIPULATION AND ORDER
BETWEEN THE PLAN ADMINISTRATOR, ON BEHALF OF THE
GAWKER ENTITIES, AND NICHOLAS G.A. DENTON
REGARDING RESOLUTION OF DENTON CLAIMS**

PLEASE TAKE NOTICE that, William D. Holden, as the plan administrator (the “Plan Administrator”) for Gawker Media LLC (“Gawker Media”), Gawker Media Group, Inc. (“GMGI”), and Gawker Hungary, Kft. “v.a.”, f/k/a Kinja, Kft. (“Gawker Hungary,” and together with Gawker Media and GMGI, the “Gawker Entities”), in the above-captioned chapter 11 cases and Nicholas G.A. Denton (“Denton” or the “Claimant”) (each individually, a “Party,” and all collectively, the “Parties”) by and

¹ The last four digits of the taxpayer identification number of the Gawker Entities are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Gawker Hungary Kft. (f/k/a Kinja Kft.) (5056). The Gawker Entities’ mailing addresses are c/o AlixPartners, Attn: William D. Holden, 909 Third Avenue, 30th Floor, New York, New York 10022.

through their respective counsel, desire to enter into this stipulation for an agreed upon order (the “Stipulation and Order”) regarding the Denton Claims.²

PLEASE TAKE FURTHER NOTICE that, the Parties will present the *Stipulation and Order Between the Plan Administrator, on Behalf of the Gawker Entities, and Nicholas G.A. Denton Regarding Resolution of Denton Claims*, substantially in the form attached hereto as **Exhibit A**, for signature to the Honorable Stuart M. Bernstein of the United States Bankruptcy Court for the Southern District of New York (the “Court”), Courtroom 723, One Bowling Green, New York, New York 10004 on **August 16, 2019 at 4:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that, responses or objections (the “Objections”) to the Stipulation and Order, if any, shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), shall set forth the basis for the response or objection, a blackline showing the changes to the Stipulation and Order and the specific grounds for such changes, and shall be filed with the Court electronically in accordance with General Order M-399 by registered users of the Court’s case filing system (the User’s Manual for the Electronic Case Filing System can be found at <http://www.nysb.uscourts.gov>, the official website for the Court), with a hard copy delivered directly to chambers and served so as to be actually received no later than **August 15, 2019 at 10:00 a.m. (prevailing Eastern Time)** (the “Objection Deadline”), upon (i) the Plan Administrator for the Gawker Entities, c/o AlixPartners,

² Capitalized terms not defined herein shall have the same meaning ascribed to them in the Stipulation and Order.

909 Third Avenue, 30th Floor, New York, New York 10022, Attn: William D. Holden (wholden@alixpartners.com); (ii) counsel to the Plan Administrator for the Gawker Entities, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, New York 10036, Attn: Gregg M. Galardi, Esq. (gregg.galardi@ropesgray.com); (iii) counsel to Claimant, Cole Schotz P.C., 1325 Avenue of the Americas, New York, New York 10019, Attn: Warren A. Usatine, Esq. (wusatine@coleschotz.com); (iv) the Office of the United States Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New York, New York 10014, Attn: Greg Zipes, Esq. and Susan Arbeit, Esq.; (v) counsel for the IRS, United States Attorney's Office Southern District of New York, 86 Chambers Street, 3rd Floor, New York, New York 10007, Attn: Andrew E. Krause, Esq.; and (vi) those persons who have formally appeared and requested service in these cases pursuant to Bankruptcy Rule 2002.

PLEASE TAKE FURTHER NOTICE that, if no objections are timely filed and received by the Objection Deadline, the relief requested in the Stipulation and Order may be granted without further notice or a hearing. If an objection is filed, you will be notified of a hearing to consider the requested relief.

[Text continues on the next page]

PLEASE TAKE FURTHER NOTICE that, a copy of the Stipulation and Order may be obtained free of charge by visiting the website of Prime Clerk LLC at <https://cases.primeclerk.com/gawker>. You may also obtain copies of any pleadings by visiting the Court's website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

Dated: August 7, 2019
New York, New York

/s/ Gregg M. Galardi

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*Counsel to the Plan Administrator
for the Gawker Entities*

Exhibit A

Stipulation and Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re : Chapter 11
:
Gawker Media LLC, *et al.*,¹ : Case No. 16-11700 (SMB)
:
Debtors. : (Jointly Administered)
-----X

**STIPULATION AND ORDER BETWEEN THE PLAN ADMINISTRATOR, ON
BEHALF OF THE GAWKER ENTITIES, AND NICHOLAS G.A. DENTON
REGARDING RESOLUTION OF DENTON CLAIMS**

William D. Holden, as the plan administrator (the “Plan Administrator”) for Gawker Media LLC (“Gawker Media”), Gawker Media Group, Inc. (“GMGI”), and Gawker Hungary, Kft. “v.a.”, f/k/a Kinja, Kft. (“Gawker Hungary,” and together with Gawker Media and GMGI, the “Gawker Entities”), in the above-captioned chapter 11 cases and Nicholas G.A. Denton (“Denton” or the “Claimant”) (each individually, a “Party,” and all collectively, the “Parties”) by and through their respective counsel, hereby enter into this stipulation for an agreed upon order (the “Stipulation and Order”) regarding the Denton Claims (as defined below).

RECITALS

WHEREAS, on June 7, 2016, GMGI provided the Claimant with a loan in the amount of \$200,000.00 (the “Denton Loan”), evidenced by a promissory note dated the same date thereof;

WHEREAS, on June 10, 2016, Gawker Media filed a voluntary petition for relief under chapter 11, of title 11, of the United States Code (the “Bankruptcy Code”);

¹ The last four digits of the taxpayer identification number of the Gawker Entities are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Gawker Hungary Kft. (f/k/a Kinja Kft.) (5056). The Gawker Entities’ mailing addresses are c/o AlixPartners, Attn: William D. Holden, 909 Third Avenue, 30th Floor, New York, New York 10022.

WHEREAS, on June 12, 2016, GMGI and Gawker Hungary each filed a voluntary petition for relief under the Bankruptcy Code;

WHEREAS, on September 26, 2016, the Claimant filed Proof of Claim No. 81 against GMGI and Proof of Claim No. 82 against Gawker Media (together, the “Denton Claims”) in their respective bankruptcy cases, seeking, *inter alia*, unliquidated amounts for indemnification, contribution and reimbursement of fees, costs and expenses incurred as a result of or as a consequence of Claimant’s service as Manager and/or CEO of Gawker Media and GMGI, which upon information and belief, include at least \$443,371.00 of attorneys’ fees;

WHEREAS, on December 11, 2016, the Gawker Entities filed the *Amended Joint Chapter 11 Plan of Liquidation for Gawker Media Group, Inc., Gawker Media LLC, and Gawker Hungary Kft.* [Docket No. 576] (the “Plan”);

WHEREAS, on December 22, 2016, the Court entered its *Findings of Fact, Conclusions of Law, and Order Confirming Amended Joint Chapter 11 Plan of Liquidation for Gawker Media Group, Inc., Gawker Media LLC, and Gawker Hungary Kft.* [Docket No. 638] (the “Confirmation Order”);

WHEREAS, in accordance with the provisions of the Plan, pursuant to Federal Rule of Bankruptcy Procedure 9019 and section 1123(b)(3) of the Bankruptcy Code, without any further notice to or action, order, or approval of the Bankruptcy Code, after the Effective Date (as defined below), the Gawker Entities, acting through the Plan Administrator, may compromise and settle Claims (as defined in the plan) against the Gawker Entities and their estates;²

WHEREAS, on March 17, 2017, the Plan went effective (the “Effective Date”);

² See Confirmation Order ¶ 57.

WHEREAS, GMIGI did not charge interest on the Denton Loan, leaving a current outstanding loan receivable amount of \$200,000.00;

WHEREAS, the Plan Administrator has reviewed the Denton Claims and believes that some or all of the fees, costs and expenses incurred by the Claimant are entitled to indemnification, contribution and/or reimbursement, in an amount not less than \$200,000.00;

WHEREAS, the Parties therefore wish to stipulate to the settlement of the Denton Loan and the Denton Claims on the terms set forth below;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, AND SO ORDERED THAT:

1. GMIGI shall not seek repayment of the Denton Loan, which is hereby deemed repaid in full as offset against the Denton Claims.
2. The Denton Claims are hereby deemed fully satisfied.
3. Prime Clerk LLC, as claims agent in the Cases, is authorized and directed to amend the claims register to reflect that the Denton Claims are satisfied.
4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Stipulation and Order.

[Text continues on next page]

Dated: August 6, 2019
New York, New York

/s/ Gregg M. Galardi

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*Counsel for the Plan Administrator
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Dated: August 6, 2019
New York, New York

/s/ Warren A. Usatine

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Counsel for Claimant

SO ORDERED:

Dated: _____, 2019

**THE HONORABLE STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE**